



## **Compensation and Retirement Committee Charter**

Adopted October 16, 2018

### **Purpose and Scope**

The Compensation and Retirement Committee (the "Committee") is created by the Board of Directors (the "Board") of Bank First National Corporation and Bank First (collectively the "Company") to discharge the responsibilities relating to compensation of the directors of the Company, the Company's Chief Executive Officer (the "CEO"), other executive officers (collectively, including the CEO, the "Executive Officers"), and members of Senior Management. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

### **Membership**

The Committee shall consist of at least three members of the Board. Each member of the Committee shall satisfy the director and compensation committee independence requirements of the Nasdaq Stock Market. Each member of the Committee must qualify as a "non-employee director" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and as "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as amended. The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chairman of the Committee.

### **Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

#### *Executive Compensation*

- The Committee shall determine the Company's total compensation strategy designed to attract and retain leadership talent and motivate Executive Officers and members of Senior Management to improve their individual performance and the financial performance of the Company.
- The Committee shall annually review and approve the compensation of the CEO, including but not limited to salary, cash-based and/or equity-based short- and/or long-term incentive awards (including any applicable performance goals), perquisites and any other non-cash benefits, severance, retirement and change-in-control payments and benefits, and any related agreements, plans or arrangements. In reviewing and approving the CEO's compensation, the Committee shall, among other things:

- identify, review and approve corporate goals and objectives relevant to CEO compensation; and
- evaluate the CEO's performance in light of such goals and objectives and determine the CEO's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company. In determining the incentive components of the CEO's compensation, the Committee may take into account, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years.
- The Committee shall approve the compensation of the Company's executive officers other than the CEO, and members of Senior Management, including but not limited to salary, cash-based and/or equity-based short- and/or long-term incentive awards (including any applicable performance goals), perquisites and any other non-cash benefits, severance, retirement and change-in-control payments and benefits, and any related agreements, plans or arrangements.
- The Committee shall ensure that a compensation market analysis is completed for the directors, executive officers, and members of Senior Management by a third party service provider as the Committee deems necessary, but at least every three (3) years. Compensation programs shall reward employees and the Board for strong performance, while aligning with prudent risk taking that is in the best interest of the shareholders. The Committee shall make recommendations to the Board based on the compensation market analysis.
- In evaluating and determining compensation for the Executive Officers, the Committee shall, as applicable, consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

#### *Compensation Policies and Plans*

- The Committee shall review and approve the Company's compensation and benefits for its Executive Officers and members of Senior Management generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such executive compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of Executive Officers and members of Senior Management, and any other factors that it deems appropriate.
- The Committee shall have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
- The CEO shall have sole discretion to administer and determine incentive compensation and equity-based awards for non-Senior Management employees.

### *Director Compensation*

- If the Board determines to compensate the Company's directors, the Committee shall review and recommend to the Board, compensation (including equity-based compensation) for the Company's directors. In so reviewing and recommending director compensation, the Committee shall:
  - identify corporate goals and objectives relevant to director compensation; and
  - evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

### *Disclosure*

- The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement.
- The Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and, based on such review, determine whether or not to recommend to the Company's Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K, as applicable.

### *Risk Assessment*

- The Committee shall review and assess risks arising from the Company's compensation policies and practices for its employees and determine whether any such risks are reasonably likely to have a material adverse effect on the Company.

### **Authority and Delegations**

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee shall have the authority, in its sole discretion, to select, retain and terminate (and obtain the advice of) any compensation adviser, including but not limited to compensation consultants and outside legal counsel, as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 5605(d)(3) of the Nasdaq Listing Rules. The Committee shall be directly responsible for the appointment, compensation, and oversight of any such advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation advisers. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation advisers, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but no less than twice a year. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.